

RECORDATION NO. 22198 FILED

SEP 29 2000

3-36-00

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 11, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of Supplement No. 4 to the Amended and Restated Security Agreement, dated as of September 21, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement previously filed with the Board under Recordation Number 22198.

The names and addresses of the parties to the enclosed document are:

Debtor:	ACF Industries, Incorporated 620 North Second Street St. Charles, Missouri 63301
Secured Party:	Firststar Bank, N.A. (successor to Mercantile Bank National Association) One Mercantile Center St. Louis, Missouri 63101

A description of the railroad equipment covered by the enclosed document is

184 railcars within the series SHPX 203316 - SHPX 462378

Mr. Vernon Williams
September 11, 2000
Page Two

A short summary of the document to appear in the index follows:

Supplement No. 4 to the Amended and Restated Security Agreement between ACF Industries, Incorporated and Firststar Bank, N.A. (successor to Mercantile Bank) covering 184 railcars within the series SHPX 203316 - SHPX 462378.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

SEP 29 00

3-36 PM

SUPPLEMENT NO. 4 TO
AMENDED AND RESTATED SECURITY AGREEMENT

This is Supplement No. 4 to the Amended and Restated Security Agreement dated as of November 10, 1999 (the "Agreement"), by and between ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Debtor"), and FIRSTAR BANK, N.A., a successor to MERCANTILE BANK NATIONAL ASSOCIATION, AS AGENT (the "Bank").

1. This Supplement is executed and delivered pursuant to the Agreement in order to more particularly identify certain of the Collateral which the Debtor has assigned and granted, or does hereby assign and grant, a security interest in and to the Bank, and to confirm the assignment under, and security interest created by, the Agreement with respect to such Collateral. Any term defined in the Agreement and used herein shall have the meaning as defined therein.

2. The Debtor has assigned, mortgaged, pledged, hypothecated, transferred and set over to the Bank, its successors and assigns, and does hereby assign, mortgage, pledge, hypothecate, transfer, set over and grant to the Bank a security interest in, in each case pursuant to the Agreement and as collateral security for payment and performance of the Obligations (as such term is defined in the Agreement), all and singular of the Debtor's rights, title and interest in and to the following Collateral described in paragraphs 2(a), 2(b) and 2(c) hereof:

(a) All of the railroad rolling stock and standard gauge rolling stock listed on Schedule A hereto together with all parts, attachments, accessions, accessories, equipment, appurtenances and additions that are at any time appertaining, attached, affixed or related thereto whether now owned or hereafter acquired, and all substitutions, renewals or replacements thereof and additions, improvements, accessions and accumulations thereto, wherever located, together with all records, rents, mileage credits earned, issues, income, profits, avails and other proceeds (including insurance proceeds) therefrom (the "Equipment").

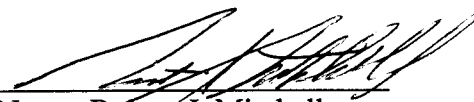
(b) All right, title, interest, claims and demands of the Debtor in, to and under each and every lease (whether or not such lease is in writing or is for a term certain, including, without limitation, per diem leases) now or hereafter entered into relating to the Equipment but to and only to the extent relating to the Equipment (each such portion of such lease being an "Equipment Lease"), including any extensions of the term of every Equipment Lease, all of Debtor's rights under any Equipment Lease to make determinations, to exercise any election (including, but not limited to, election of remedies) or option or to give or receive any notice, consent, waiver or approval together with full power and authority with respect to any Equipment Lease to demand, receive, enforce, collect or give receipt for any of the foregoing rights or any property which is the subject of any of the Equipment Leases, to enforce or execute any checks, or other instruments or orders, to file any claims and to

take any action which (in the opinion of the Secured Party) may be necessary or advisable in connection with any of the foregoing insofar, but only insofar, as such rights relate to the Equipment which is subject to such Equipment Leases, all records related to the Equipment Leases and all payments due and to become due under any Equipment Lease, whether as contractual obligations, damages, casualty payments, insurance proceeds or otherwise to the extent such payments are derived from the Equipment.

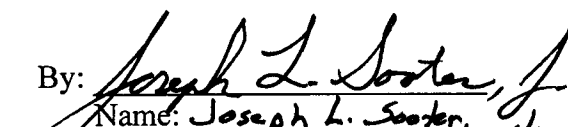
(c) All products and proceeds of any of the foregoing in whatever form, including (without limitation) insurance proceeds and any claims against third parties for loss or damage to or destruction of any or all of the foregoing and cash, negotiable instruments and other instruments for the payment of money, chattel paper, security agreements or other documents.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of the 21st day of September, 2000.

ACF INDUSTRIES, INCORPORATED

By: 
Name: Robert J. Mitchell
Title: Senior Vice President-Finance

FIRSTAR BANK, N.A. AS A SUCCESSOR TO
MERCANTILE BANK NATIONAL
ASSOCIATION, AS AGENT

By: 
Name: Joseph L. Sooter, Jr.
Title: Vice President

[Signature Page to Supplement No. 4 to Amended and Restated Security Agreement]

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

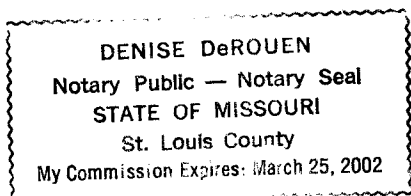
On this 22 day of September, 2000, before me, personally appeared Robert J. Mitchell, to me known, who being by me duly sworn, says that he resides in Nassau County, New York and is Senior Vice President of Finance of ACF INDUSTRIES, INCORPORATED; that said instrument was signed on behalf of said corporation on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

INA J. KURCZ
Notary Public, State of New York
No. 02KU5053436
Qualified in New York County
Commission Expires Dec. 18, 20 01

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. LOUIS)

On this 21st day of September, 2000, before me, personally appeared Joseph L. Soter, Jr., to me known, who being by me duly sworn, says that he resides in St. Louis Co., Mo and is Vice President of FIRSTAR BANK, N.A., that said instrument was signed on behalf of said bank on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



Denise DeRouen
Notary Public

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
120	CORN PRODUCTS INTERNATI	7517	SHPX	203316
120	CORN PRODUCTS INTERNATI	7517	SHPX	203349
120	CORN PRODUCTS INTERNATI	7517	SHPX	203350
120	CORN PRODUCTS INTERNATI	7517	SHPX	203356
120	CORN PRODUCTS INTERNATI	7517	SHPX	203357
120	CORN PRODUCTS INTERNATI	7517	SHPX	203358
120	CORN PRODUCTS INTERNATI	7517	SHPX	203361
120	CORN PRODUCTS INTERNATI	7517	SHPX	203362
120	CORN PRODUCTS INTERNATI	7517	SHPX	203363
120	CORN PRODUCTS INTERNATI	7517	SHPX	203364
120	CORN PRODUCTS INTERNATI	7517	SHPX	203365
120	CORN PRODUCTS INTERNATI	7517	SHPX	203366
120	CORN PRODUCTS INTERNATI	7517	SHPX	203367
120	CORN PRODUCTS INTERNATI	7517	SHPX	203368
120	CORN PRODUCTS INTERNATI	7517	SHPX	203369
120	CORN PRODUCTS INTERNATI	7517	SHPX	203370
120	CORN PRODUCTS INTERNATI	7517	SHPX	203371
120	CORN PRODUCTS INTERNATI	7517	SHPX	203372
120	CORN PRODUCTS INTERNATI	7517	SHPX	203373
120	CORN PRODUCTS INTERNATI	7517	SHPX	203374
120	CORN PRODUCTS INTERNATI	7517	SHPX	203375
120	CORN PRODUCTS INTERNATI	7517	SHPX	203376
120	CORN PRODUCTS INTERNATI	7517	SHPX	203377
120	CORN PRODUCTS INTERNATI	7517	SHPX	203378
120	CORN PRODUCTS INTERNATI	7517	SHPX	203379
153	BASF CORPORATION CHEMIC	71140067	SHPX	458691
153	BASF CORPORATION CHEMIC	71140067	SHPX	458692
153	BASF CORPORATION CHEMIC	71140067	SHPX	458693
153	BASF CORPORATION CHEMIC	71140067	SHPX	458694
153	BASF CORPORATION CHEMIC	71140067	SHPX	458695
153	BASF CORPORATION CHEMIC	71140067	SHPX	458696
153	BASF CORPORATION CHEMIC	71140067	SHPX	458697
153	BASF CORPORATION CHEMIC	71140067	SHPX	458698
153	BASF CORPORATION CHEMIC	71140067	SHPX	458699
153	BASF CORPORATION CHEMIC	71140067	SHPX	458700
153	BASF CORPORATION CHEMIC	71140067	SHPX	458701
153	BASF CORPORATION CHEMIC	71140067	SHPX	458702
153	BASF CORPORATION CHEMIC	71140067	SHPX	458703
153	BASF CORPORATION CHEMIC	71140067	SHPX	458704
153	BASF CORPORATION CHEMIC	71140067	SHPX	458705
153	BASF CORPORATION CHEMIC	71140067	SHPX	458706
153	BASF CORPORATION CHEMIC	71140067	SHPX	458707
153	BASF CORPORATION CHEMIC	71140067	SHPX	458708
153	BASF CORPORATION CHEMIC	71140067	SHPX	458709
153	BASF CORPORATION CHEMIC	71140067	SHPX	458710
153	BASF CORPORATION CHEMIC	71140067	SHPX	458712
153	BASF CORPORATION CHEMIC	71140067	SHPX	458713
153	BASF CORPORATION CHEMIC	71140067	SHPX	458714
153	BASF CORPORATION CHEMIC	71140067	SHPX	458716
153	BASF CORPORATION CHEMIC	71140067	SHPX	458717
153	BASF CORPORATION CHEMIC	71140067	SHPX	458718
153	BASF CORPORATION CHEMIC	71140067	SHPX	458719

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
153	BASF CORPORATION CHEMIC	71140067	SHPX	458720
153	BASF CORPORATION CHEMIC	71140067	SHPX	458721
161	E I DUPONT DE NEMOURS A	73850002	SHPX	220861
161	E I DUPONT DE NEMOURS A	73850002	SHPX	220862
161	E I DUPONT DE NEMOURS A	73850002	SHPX	220863
161	E I DUPONT DE NEMOURS A	73850002	SHPX	220864
161	E I DUPONT DE NEMOURS A	73850002	SHPX	220865
161	E I DUPONT DE NEMOURS A	73850002	SHPX	220866
161	E I DUPONT DE NEMOURS A	73850002	SHPX	220867
161	E I DUPONT DE NEMOURS A	73850002	SHPX	220868
168	ENGELHARD CORPORATION	77300074	SHPX	220927
211	AKZO NOBEL CHEMICALS IN	45100063	SHPX	220883
211	AKZO NOBEL CHEMICALS IN	45100063	SHPX	220884
211	AKZO NOBEL CHEMICALS IN	45100063	SHPX	220885
211	AKZO NOBEL CHEMICALS IN	45100063	SHPX	220886
211	AKZO NOBEL CHEMICALS IN	45100063	SHPX	220887
211	AKZO NOBEL CHEMICALS IN	45100063	SHPX	220888
211	AKZO NOBEL CHEMICALS IN	45100063	SHPX	220889
211	AKZO NOBEL CHEMICALS IN	45100063	SHPX	220890
211	AKZO NOBEL CHEMICALS IN	45100063	SHPX	220891
211	AKZO NOBEL CHEMICALS IN	45100063	SHPX	220892
211	AKZO NOBEL CHEMICALS IN	45100063	SHPX	220893
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203479
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203480
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203481
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211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203485
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203486
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203487
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203488
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203489
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203490
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203491
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203492
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203493
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203494
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203495
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203496
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203497
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203498
211	AKZO NOBEL CHEMICALS IN	45100064	SHPX	203499
211	AKZO NOBEL CHEMICALS IN	45100065	SHPX	220870
211	AKZO NOBEL CHEMICALS IN	45100065	SHPX	220871
211	AKZO NOBEL CHEMICALS IN	45100065	SHPX	220872
211	AKZO NOBEL CHEMICALS IN	45100065	SHPX	220873
211	AKZO NOBEL CHEMICALS IN	45100065	SHPX	220874
211	AKZO NOBEL CHEMICALS IN	45100065	SHPX	220875
211	AKZO NOBEL CHEMICALS IN	45100065	SHPX	220876
211	AKZO NOBEL CHEMICALS IN	45100065	SHPX	220877
211	AKZO NOBEL CHEMICALS IN	45100065	SHPX	220878

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
211	AKZO NOBEL CHEMICALS IN	45100065	SHPX	220879
211	AKZO NOBEL CHEMICALS IN	45100065	SHPX	220880
211	AKZO NOBEL CHEMICALS IN	45100065	SHPX	220881
211	AKZO NOBEL CHEMICALS IN	45100065	SHPX	220882
450	TEXAS PETROCHEMICAL	65420016	SHPX	203504
450	TEXAS PETROCHEMICAL	65420016	SHPX	203505
450	TEXAS PETROCHEMICAL	65420016	SHPX	203506
450	TEXAS PETROCHEMICAL	65420016	SHPX	203507
450	TEXAS PETROCHEMICAL	65420016	SHPX	203508
450	TEXAS PETROCHEMICAL	65420016	SHPX	203509
450	TEXAS PETROCHEMICAL	65420016	SHPX	203510
450	TEXAS PETROCHEMICAL	65420016	SHPX	203511
450	TEXAS PETROCHEMICAL	65420016	SHPX	203512
450	TEXAS PETROCHEMICAL	65420016	SHPX	203513
450	TEXAS PETROCHEMICAL	65420016	SHPX	203519
450	TEXAS PETROCHEMICAL	65420016	SHPX	203520
450	TEXAS PETROCHEMICAL	65420016	SHPX	203521
450	TEXAS PETROCHEMICAL	65420017	SHPX	203754
450	TEXAS PETROCHEMICAL	65420017	SHPX	203755
450	TEXAS PETROCHEMICAL	65420017	SHPX	203756
450	TEXAS PETROCHEMICAL	65420017	SHPX	203757
450	TEXAS PETROCHEMICAL	65420017	SHPX	203758
450	TEXAS PETROCHEMICAL	65420017	SHPX	203759
450	TEXAS PETROCHEMICAL	65420017	SHPX	203760
586	THIELE KAOLIN COMPANY	7489	SHPX	203186
586	THIELE KAOLIN COMPANY	7489	SHPX	203187
1219	BARRETTS MINERALS, INC.	08000A	SHPX	43282
1219	BARRETTS MINERALS, INC.	08000A	SHPX	43283
1219	BARRETTS MINERALS, INC.	08000A	SHPX	43284
1219	BARRETTS MINERALS, INC.	08000A	SHPX	43286
1219	BARRETTS MINERALS, INC.	08000A	SHPX	43287
1219	BARRETTS MINERALS, INC.	08000A	SHPX	43288
1258	EQUISTAR CHEMICALS, LP	53470082	SHPX	203062
1258	EQUISTAR CHEMICALS, LP	53470082	SHPX	203063
1258	EQUISTAR CHEMICALS, LP	53470082	SHPX	203064
1258	EQUISTAR CHEMICALS, LP	53470082	SHPX	203065
1258	EQUISTAR CHEMICALS, LP	53470082	SHPX	203066
1258	EQUISTAR CHEMICALS, LP	53470082	SHPX	203067
1450	MACINTYRE FUELS, INC.	7533	SHPX	202518
1503	PCI CHEMICALS CANADA INC	52920028	SHPX	240373
1503	PCI CHEMICALS CANADA INC	52920028	SHPX	240374
1503	PCI CHEMICALS CANADA INC	52920028	SHPX	240375
1503	PCI CHEMICALS CANADA INC	52920028	SHPX	240376
1503	PCI CHEMICALS CANADA INC	52920028	SHPX	240377
1503	PCI CHEMICALS CANADA INC	52920028	SHPX	240378
1503	PCI CHEMICALS CANADA INC	52920028	SHPX	240379
1503	PCI CHEMICALS CANADA INC	52920028	SHPX	240380
1503	PCI CHEMICALS CANADA INC	52920028	SHPX	240381
1503	PCI CHEMICALS CANADA INC	52920028	SHPX	240382
1503	PCI CHEMICALS CANADA INC	52920028	SHPX	240383
1503	PCI CHEMICALS CANADA INC	52920028	SHPX	240384
1503	PCI CHEMICALS CANADA INC	52920028	SHPX	240386

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
1503	PCI CHEMICALS CANADA INC	52920028	SHPX	240387
1503	PCI CHEMICALS CANADA INC	52920029	SHPX	240388
1503	PCI CHEMICALS CANADA INC	52920029	SHPX	240389
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462354
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462355
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462356
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462357
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462358
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462359
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462360
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462361
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462362
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462363
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462364
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462365
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462366
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462367
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462368
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462369
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462370
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462371
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462372
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462373
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462374
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462375
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462376
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462377
1515	NORTH AMERICAN PLASTICS	7552	SHPX	462378

184 cars